

ORIGINAL



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BEFORE THE ARIZONA CORPORATION COMMISSION

GARY PIERCE
Chairman
BOB STUMP
Commissioner
SANDRA D. KENNEDY
Commissioner
PAUL NEWMAN
Commissioner
BRENDA BURNS
Commissioner

Arizona Corporation Commission

DOCKETED

APR 15 2011

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AZ CORP COMMISSION
DOCKET CONTROL

2011 APR 15 P 4:20

RECEIVED

IN THE MATTER OF THE JOINT NOTICE AND
APPLICATION OF QWEST CORPORATION,
QWEST COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ
COMMUNICATIONS, INC. D/B/A
CENTURYLINK COMMUNICATIONS,
EMBARQ PAYPHONE SERVICES, INC. D/B/A
CENTURYLINK AND CENTURYTEL
SOLUTIONS, LLC, FOR APPROVAL OF THE
PROPOSED MERGER OF THEIR PARENT
CORPORATIONS, QWEST COMMUNICATIONS
INTERNATIONAL, INC., AND CENTURYTEL,
INC.

DOCKET NO. T-01051B-10-0194
DOCKET NO. T-02811B-10-0194
DOCKET NO. T-04190A-10-0194
DOCKET NO. T-20443A-10-0194
DOCKET NO. T-03555A-10-0194
DOCKET NO. T-03902A-10-0194

NOTICE OF FILING
COMPLIANCE TO SETTLEMENT
AGREEMENT CONDITION NO. 38

The Joint Applicants file the following in compliance with Condition No. 38, of the
Settlement Agreement among and between the Joint Applicants, the Commission Staff, and the
Residential Utilities Consumer Office, approved and ordered by the Arizona Corporation
Commission in Decision No. 72232:

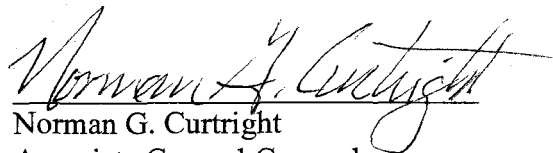
1. Letter from CenturyLink Vice President Jerry Fenn to the Commission, confirming that

1 the merger approved in Decision No. 72232 closed on April 1, 2011 (attached and marked as
2 Attachment 1); and

3
4 2. A copy of the Certificate of Merger from the Secretary of State, State of Delaware
5 (attached and marked as Attachment 2).

6
7 RESPECTFULLY SUBMITTED, this 15th day of April, 2011.
8
9

10 QWEST CORPORATION

11 
12 Norman G. Curtright

13 Associate General Counsel

14 QWEST

20 E. Thomas Road, 16th Floor

Phoenix, Arizona 85012

15 Attorney for Qwest Corporation, Qwest
16 Communications Company, LLC, and Qwest
17 LD Corp.

18 ORIGINAL and thirteen (13) copies filed
19 this 15th day of April, 2011, with:

20 Docket Control

ARIZONA CORPORATION COMMISSION

1200 West Washington Street

21 Phoenix, Arizona 85007
22
23
24
25

1 Copy of the foregoing hand-delivered
2 this 15th day of April, 2011, to:

3 Belinda Martin, Administrative Law Judge
4 Hearing Division
5 ARIZONA CORPORATION COMMISSION
6 1200 West Washington Street
7 Phoenix, Arizona 85007

8 Steve Olea, Director
9 Utilities Division
10 ARIZONA CORPORATION COMMISSION
11 1200 West Washington Street
12 Phoenix, Arizona 85007

Janice Alward, Chief Counsel
Legal Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Daniel W. Pozefsky, Chief Counsel
Residential Utility Consumer Office
1110 W. Washington Street, Suite 220
Phoenix, Arizona 85007

13 Copy of the foregoing sent via e-mail and
14 this 15th day of April, 2011, to:

15 Michael Patten
16 Roshka DeWulf & Patten, PLC
17 One Arizona Center
18 400 E Van Buren St – 800
19 Phoenix, AZ 85004

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Austin, TX 78731

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& Bedell, Inc.
6 1111 14th St. N.W., Suite 300
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7 Stephen S. Melnikoff
8 Regulatory Law Office
US Army Litigation Center
9 901 N. Stuart St., Suite 700
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10 Daniel D. Haws
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12 USA Intelligence Center & Fort Huachuca
Fort Huachuca, Arizona 85613

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CenturyLink™

Jerry D. Fenn
Vice President – Regional Regulatory and
Legislative Affairs
20 East Thomas Road – 1st Floor
Phoenix, Arizona, 85012

Office: 602-630-1942
Fax: 602 630 5337
Jerry.Fenn@qwest.com

April 15, 2011

Honorable Gary Pierce – Chairman
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Re: CenturyLink-Qwest Merger – Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-4190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, T-03902A-10-0194

Dear Chairman Pierce:

I would like to take this opportunity to formally notify you that the CenturyLink-Qwest Merger was legally completed on April 1, 2011. I would also like to express the combined Company's appreciation for the professional and timely manner in which this matter was handled by the Commission and the various divisions (Hearing, Utilities, and Legal) involved in the processing of this application.

As you may already know, Phoenix has been selected as the Southwest Region headquarters for CenturyLink and will have a significant presence here in Arizona, with many senior company officials, including myself, relocating here from other areas of the country. I am looking forward to working with you and the other commissioners in my new role as Vice President – Regional Regulatory and Legislative Affairs for the Northwest and Southwest Regions.

I hope to be able to visit with you and each of the commissioners in the not too distant future to get better acquainted and to better understand how we can work together to meet our respective goals, as well as to ensure that the citizens of Arizona receive the best value, and the highest quality service for their communication's dollar.

Sincerely,

Jerry D. Fenn
Vice President
Regional Regulatory and Legislative Affairs
CenturyLink

cc: Bob Stump – Commissioner
Sandra D. Kennedy – Commissioner
Paul Newman – Commissioner
Brenda Burns – Commissioner
Ernest Johnson – Executive Secretary
Docket Control

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SB44 ACQUISITION COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "QWEST COMMUNICATIONS INTERNATIONAL INC."
UNDER THE NAME OF "QWEST COMMUNICATIONS INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2011, AT 4:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF APRIL, A.D. 2011, AT 2:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2718311 8100M

110366459

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8663723

DATE: 03-31-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:46 PM 03/31/2011
FILED 04:46 PM 03/31/2011
SRV 110366459 - 2718311 FILE

**CERTIFICATE OF MERGER
MERGING
SB44 ACQUISITION COMPANY
WITH AND INTO
QWEST COMMUNICATIONS INTERNATIONAL INC.**

**UNDER SECTION 251 OF THE
GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Qwest Communications International Inc., a Delaware corporation ("Qwest"), hereby certifies the following information relating to the merger of SB44 Acquisition Company, a Delaware corporation ("Merger Subsidiary"), with and into Qwest, with Qwest surviving the merger (the "Merger"):

FIRST: The names and states of incorporation of Qwest and Merger Subsidiary, which are the constituent corporations in the Merger (the "Constituent Corporations") are:

<u>Name</u>	<u>State of Incorporation</u>
Qwest Communications International Inc.	Delaware
SB44 Acquisition Company	Delaware

SECOND: The Agreement and Plan of Merger, dated as of April 21, 2010, among Qwest, CenturyTel, Inc. (n/k/a CenturyLink, Inc.), a Louisiana corporation, and Merger Subsidiary, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL (and, with respect to Merger Subsidiary, by the written consent of its sole stockholder in accordance with Section 228 of the DGCL).

THIRD: The name of the surviving corporation (the "Surviving Corporation") of the Merger is "Qwest Communications International Inc."

FOURTH: At the effective time of the Merger, the Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be amended to conform to the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation located at 1801 California Street, Denver, Colorado, 80202.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger and Merger shall be effective at 2:01 a.m. Eastern Daylight Time on April 1, 2011, in accordance with the provisions of Sections 103 and 251(c) of the DGCL.

IN WITNESS WHEREOF, Qwest Communications International Inc. has caused this Certificate of Merger to be executed by its duly authorized officer on the 31st day of March, 2011.

**QWEST COMMUNICATIONS
INTERNATIONAL INC.**

By: /s/ Richard N. Baer
Name: Richard N. Baer
Title: EVP, General Counsel and Chief
Administrative Officer

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
QWEST COMMUNICATIONS INTERNATIONAL INC.**

The undersigned, in order to form a corporation pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), hereby certifies that:

FIRST: The name of this corporation (hereinafter, the "Corporation") shall be Qwest Communications International Inc.

SECOND: The registered office and registered agent of the Corporation is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL as it currently exists or may hereafter be amended.

FOURTH: The total number of shares of stock that the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as it currently exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

SEVENTH: (a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as it currently exists or may hereafter be amended (but, in the case of any such amendment, to the

fullest extent permitted by law, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation (the "Board"). The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the DGCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this

Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.